

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM326660

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MWR MERGER SUB, LLC		12/18/2014	LIMITED LIABILITY COMPANY: DELAWARE
MWR HOLDINGS, LLC		12/18/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	ONEWEST BANK N.A. for the benefit of Lenders
Street Address:	888 East Walnut Street
Internal Address:	HQ-05-01
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	national association: UNITED STATES

PROPERTY NUMBERS Total: 86

Property Type	Number	Word Mark
Registration Number:	3156249	CUB CAMP
Registration Number:	2924461	DANCING FEET
Registration Number:	3015674	CHILD SAFE N' SECURE
Registration Number:	3074897	KID KAMP
Registration Number:	2924462	START TO ART
Registration Number:	3056138	MAKE BELIEVE BOULEVARD
Registration Number:	2993459	NATIONAL ACADEMY FOR EDUCATORS AND CAREG
Registration Number:	3334428	L.E.A.P., LEARNING EXPERIENCE ACADEMIC P
Registration Number:	2762752	THE LEARNING EXPERIENCE
Registration Number:	2973626	TALENT SPROUTS
Registration Number:	4598142	TALENT SPROUTS
Registration Number:	2974113	JELLYBEAN JUNCTION
Registration Number:	3038505	AMERICAN MONTESSORI INSTITUTE
Registration Number:	3058511	THE WORK AND FAMILY EXPERIENCE
Registration Number:	3363155	HOP AND BOP
Registration Number:	3206718	MISS CHIEVOUS
Registration Number:	3392814	TOMMY AND TAMMY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3206717	LIONSTEIN
Registration Number:	3382771	PABLO PIGASSO
Registration Number:	4585969	BUBBLES THE ELEPHANT
Registration Number:	4585970	BUBBLES THE ELEPHANT
Registration Number:	3136962	SUDDENLY SCIENCE
Registration Number:	2978568	INSTA-SITTER
Registration Number:	3214487	THE LEARNING EXPERIENCE A B C D 1 2 3 4
Registration Number:	3125035	HOMEWORK HELPERS
Registration Number:	3152342	TUMBLING TOTS
Registration Number:	3320007	MARVELOUS MATH
Registration Number:	4576834	MARVELOUS MATH 2 + 2
Registration Number:	3114161	CHARLIE CHOO CHOO
Registration Number:	3375929	TURBO TRAINING
Registration Number:	3188913	BUBBLES THE ELEPHANT
Registration Number:	3320456	FUN WITH PHONICS
Registration Number:	3206958	MUSIC 4 ME
Registration Number:	4610606	MUSIC 4 ME
Registration Number:	3415316	CHEER EXPLOSION
Registration Number:	3262881	NAEC
Registration Number:	3195246	MOVIN' N GROOVIN'
Registration Number:	3379464	SUBSTITUTES ON STANDBY ("SOS")
Registration Number:	3400047	THE HONORS CLUB
Registration Number:	3249345	SMALL READERS
Registration Number:	3410972	PENNY POLITE
Registration Number:	3609287	WORDS OF WISDOM
Registration Number:	3404966	FUNTOOS
Registration Number:	3494265	NATIONAL ACADEMY ONLINE
Registration Number:	4629351	A L.E.A.P. INTO LEARNING
Registration Number:	4556991	A L.E.A.P. INTO LEARNING
Registration Number:	4092447	KINDERGARTEN EXPERIENCE
Registration Number:	4016585	THE LEARNING EXPERIENCE CLUB HOUSE FOR K
Registration Number:	4039142	THE CLUB HOUSE FOR KIDS
Registration Number:	4097966	L.E.A.P. II
Registration Number:	4097965	L.E.A.P. I
Registration Number:	4202978	THE LEARNING EXPERIENCE CHILDREN'S ACADE
Registration Number:	3834469	TLE
Registration Number:	4105084	BUBBLES ABC 123 THE LEARNING EXPERIENCE
Serial Number:	86146757	BONGO BEAR
Registration Number:	4246991	L.E.A.P. INTO SPANISH

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4303686	YIPPEE 4 YOGA
Registration Number:	4467881	YIPPEE 4 YOGA!
Registration Number:	4287742	HOP, BOP & BABY TAPS
Registration Number:	4556970	FLEXI FLAMINGO
Registration Number:	4467118	L.E.A.P INTERACTIVE
Registration Number:	4306687	THE LEARNING EXPERIENCE ACADEMY OF EARLY
Registration Number:	4560902	THE LEARNING EXPERIENCE ACADEMY OF EARLY
Registration Number:	4568984	THE LEARNING EXPERIENCE ACADEMY OF EARLY
Registration Number:	4569018	BUBBLES THE ELEPHANT THE LEARNING EXPERI
Registration Number:	4448523	NAEC NATIONAL ACADEMY OF EDUCATORS & CAR
Registration Number:	4500558	GRACE THE GREYHOUND
Registration Number:	4500559	CHARITY CHIHUAHUA
Registration Number:	4468049	SUPER SOCCER
Registration Number:	4552876	SUPER SOCCER
Registration Number:	4540730	1234 THE LEARNING EXPERIENCE ACADEMY OF
Registration Number:	4540731	1234 THE LEARNING EXPERIENCE ACADEMY OF
Registration Number:	4620575	MISS CHIEVOUS
Registration Number:	4617464	HOP AND BOP
Registration Number:	4620576	PABLO PIGASSO
Registration Number:	4620578	TOMMY AND TAMMY
Registration Number:	2978569	INSTA-CARE BABYSITTING CENTER
Registration Number:	4632528	NATIONAL ACADEMY ONLINE
Registration Number:	4534749	L.E.A.P. INTO LANGUAGES
Registration Number:	2936796	ELEPHANT TALES
Registration Number:	4568981	THE LEARNING EXPERIENCE ACADEMY OF EARLY
Serial Number:	86472239	NATIONAL ACADEMY FOR EDUCATORS AND CAREG
Serial Number:	86472244	KID KAMP
Serial Number:	86472236	AMERICAN MONTESSORI INSTITUTE
Serial Number:	86472233	HOMEWORK HELPERS
Serial Number:	86472232	TUMBLING TOTS

CORRESPONDENCE DATA

Fax Number: 3107884471

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 310-788-4442

Email: vickie.lee@kattenlaw.com

Correspondent Name: Vickie Lee c/o Katten Muchin Rosenman

Address Line 1: 2029 Century Park East

Address Line 2: 2600

TRADEMARK

REEL: 005422 FRAME: 0409

Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER: 382378.00050

NAME OF SUBMITTER: Vickie Lee

SIGNATURE: /Vickie Lee/

DATE SIGNED: 12/18/2014

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

This **TRADEMARK SECURITY AGREEMENT** (this “**Agreement**”) is made as of **December 18, 2014** (the “**Effective Date**”) by and between **MWR MERGER SUB, LLC**, a Delaware limited liability company (“**Merger Sub**”), and upon consummation of the MWR Merger on the Closing Date, **MWR HOLDINGS, LLC**, a Delaware limited liability company (each a “**Grantor**” and collectively, the “**Grantors**”) and OneWest Bank N.A. for the benefit of the Lenders from time to time party to the Credit Agreement (in such capacity, the “**Agent**”) (as defined in the Credit Agreement or the Guarantee and Security Agreement as applicable in each case as referred to below).

RECITALS:

WHEREAS, reference is made to that certain Guarantee and Security Agreement, dated as of **December 18, 2014** (as it may be amended, restated, supplemented, extended or otherwise modified from time to time, the “**Guarantee and Security Agreement**”), by and among TLE Merger Sub, Inc., a Delaware corporation, and following the consummation of the Closing Date Acquisition, The Learning Experience Corp., a Delaware corporation (the “**Borrower**”), TLE Holdings, LLC, a Delaware limited liability company (“**Holdings**”), and certain Subsidiaries of the Borrower or Holdings party hereto from time to time in favor of the Agent, pursuant to that certain Credit Agreement dated as of **December 18, 2014** (as it may be amended, restated, supplemented, extended, refinanced or otherwise modified from time to time, the “**Credit Agreement**”), between the Borrower, the several banks and other lenders from time to time party thereto (the “**Lenders**”), and the Agent; and

WHEREAS, under the terms of the Guarantee and Security Agreement, each Grantor has (i) as collateral security for the Obligations, granted to the Agent, for the benefit of the Secured Parties, a security interest in and continuing lien on all of such Grantor’s right, title and interest in, to and under the Collateral (as defined in the Guarantee and Security Agreement), including, without limitation, certain intellectual property of such Grantor and (ii) agreed to execute this Agreement for recording with the United States Patent and Trademark Office and other applicable Governmental Authorities.

NOW, THEREFORE, in consideration of the premises and the agreements, provisions and covenants herein contained, the Grantors and the Agent agree as follows:

Section 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Guarantee and Security Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.2 of the Credit Agreement also apply to this Agreement.

Section 2. Grant of Security. As collateral security for the Obligations, each Grantor hereby grants to the Agent, for the benefit of the Secured Parties, a security interest in and continuing lien on all of such Grantor’s right, title and interest in, to and under the following:

- (1) all trademarks, trademark registrations, trade names, trademark applications, service marks, business names, trade styles, trade secrets, designs, logos and other source or business identifiers which are used in the United States or any state, territory or

possession thereof, or in any other place, nation or jurisdiction anywhere in the world, including the trademark registrations and applications listed on **Schedule 1**, (2) all income, royalties, damages and payments now and hereafter due and/or payable with respect to any such mark, including damages and payments for past, present or future infringements thereof, (3) rights to sue for past, present and future infringements thereof, (4) rights corresponding thereto throughout the world, and (5) renewals and proceeds of any of the foregoing (collectively, the “**Trademarks**”).

Section 3. Recordation. Each Grantor authorizes and requests that the Commissioner of Patents and Trademarks and any other applicable government officer record this Agreement.

Section 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto in different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. Delivery of an executed counterpart of a signature page of this Agreement by facsimile or in electronic (*i.e.*, “pdf” or “tif”) format shall be effective as delivery of a manually executed counterpart of this Agreement.

Section 5. Governing Law. This Agreement and any claims, controversy, dispute or cause of action (whether in contract or tort or otherwise) based upon, arising out of or relating to this Agreement and the transactions contemplated hereby and thereby shall be governed by, and construed in accordance with, the law of the State of New York without regard to conflict of laws principles thereof.

Section 6. Conflict Provision. This Agreement has been entered into in conjunction with the provisions of the Guarantee and Security Agreement and the Credit Agreement. The rights and remedies of each party hereto with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Security Agreement and the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are in conflict with the Guarantee and Security Agreement or the Credit Agreement, the provisions of the Guarantee and Security Agreement or the Credit Agreement shall govern.

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IN WITNESS WHEREOF, each Grantor and the Agent have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the date first written above.

MWR MERGER SUB, LLC, a Delaware limited liability company

By: [Signature]
Name: Richard Weissman
Title: President and Chief Executive Officer

EFFECTIVE IMMEDIATELY UPON THE CONSUMMATION OF THE MWR MERGER ON THE CLOSING DATE:

MWR HOLDINGS LLC, a Delaware limited liability company

By: [Signature]
Name: Richard Weissman
Title: President and Chief Executive Officer

ONEWEST BANK N.A., as Agent

By: 
Name: **DAVID LIGON**
Title: **EXECUTIVE VICE PRESIDENT**

SCHEDULE 1 TO
TRADEMARK AGREEMENT

TRADEMARKS

<u>Mark Name</u>	<u>Application #</u>	<u>File Date</u>	<u>Registration #</u>	<u>Registration Date</u>	<u>Status</u>
CUB CAMP	78/492,218	9/30/2004	3,156,249	10/17/2006	REGISTERED
DANCING FEET	78/324,644	11/7/2003	2,924,461	2/1/2005	REGISTERED
CHILD SAFE N' SECURE	78/492,242	9/30/2004	3,015,674	11/15/2005	REGISTERED
KID KAMP	78/492,294	9/30/2004	3,074,897	3/28/2006	REGISTERED
START TO ART	78/324,693	11/7/2003	2,924,462	2/1/2005	REGISTERED
MAKE BELIEVE BOULEVARD	78/220,277	2/28/2003	3,056,138	1/31/2006	REGISTERED
NATIONAL ACADEMY FOR EDUCATORS AND CAREGIVERS	78/297,670	9/9/2003	2,993,459	9/6/2005	REGISTERED
L .E.A.P., LEARNING EXPERIENCE ACADEMIC PROGRAM	78/493,980	10/4/2004	3,334,428	11/13/2007	REGISTERED
THE LEARNING EXPERIENCE	76/436,333	7/31/2002	2,762,752	9/9/2003	REGISTERED
TALENT SPROUTS	78/287,861	8/15/2003	2,973,626	7/19/2005	REGISTERED
TALENT SPROUTS (& DESIGN)	85/882,578	3/21/2013	4,598,142	9/2/2014	REGISTERED
JELLYBEAN JUNCTION (& DESIGN)	78/324,623	11/7/2003	2,974,113	7/19/2005	REGISTERED
AMERICAN MONTESSORI INSTITUTE	76/617,437	10/25/2004	3,038,505	1/3/2006	REGISTERED
THE WORK AND FAMILY EXPERIENCE	76/617,438	10/25/2004	3,058,511	2/14/2006	REGISTERED
HOP AND BOP	78/509,774	11/2/2004	3,363,155	1/1/2008	REGISTERED
MISS CHIEVOUS	78/509,737	11/2/2004	3,206,718	2/6/2007	REGISTERED
TOMMY AND TAMMY	78/509,730	11/2/2004	3,392,814	3/4/2008	REGISTERED
LIONSTEIN	78/509,717	11/2/2004	3,206,717	2/6/2007	REGISTERED
PABLO PIGASSO	78/509,602	11/2/2004	3,382,771	2/12/2008	REGISTERED
BUBBLES THE ELEPHANT	86/054,425	9/3/2013	4,585,969	8/12/2014	REGISTERED

<u>Mark Name</u>	<u>Application #</u>	<u>File Date</u>	<u>Registration #</u>	<u>Registration Date</u>	<u>Status</u>
BUBBLES THE ELEPHANT	86/054,445	9/3/2013	4,585,970	8/12/2014	REGISTERED
SUDDENLY SCIENCE	78/516,986	11/15/2004	3,136,962	8/29/2006	REGISTERED
INSTA-SITTER	78/220,206	2/28/2003	2,978,568	7/26/2005	REGISTERED
THE LEARNING EXPERIENCE A B C D 1 2 3 4 CHLD DEVELOPMENT CENTER	76/621,648	11/23/2004	3,214,487	3/6/2007	REGISTERED
HOMEWORK HELPERS	78/324,683	11/7/2003	3,125,035	8/1/2006	REGISTERED
TUMBLING TOTS	78/582,270	3/8/2005	3,152,342	10/3/2006	REGISTERED
MARVELOUS MATH	78/627,390	5/11/2005	3,320,007	10/23/2007	REGISTERED
MARVELOUS MATH (& DESIGN)	85/882,199	3/21/2013	4,576,834	7/29/2014	REGISTERED
CHARLIE CHOO CHOO	78,663,862	7/5/2005	3,114,161	7/11/2006	REGISTERED
TURBO TRAINING	78/665,231	7/7/2005	3,375,929	1/29/2008	REGISTERED
BUBBLES THE ELEPHANT	78/660,986	6/29/2005	3,188,913	12/26/2006	REGISTERED
FUN WITH PHONICS	78/717,160	9/21/2005	3,320,456	10/23/2007	REGISTERED
MUSIC 4 ME	78/723,087	9/29/2005	3,206,958	2/6/2007	REGISTERED
MUSIC 4 ME (& DESIGN)	85/882,240	3/21/2013	4,610,606	9/23/2014	REGISTERED
CHEER EXPLOSION	77/122,388	3/5/2007	3,415,316	4/22/2008	REGISTERED
NAEC	78/725,808	10/4/2005	3,262,881	7/10/2007	REGISTERED
MOVIN' N GROOVIN	78/726,664	10/5/2005	3,195,246	1/2/2007	REGISTERED
SUBSTITUTES ON STANDBY "SOS"	78/768,098	12/7/2005	3,379,464	2/5/2008	REGISTERED
THE HONORS CLUB	78/927,949	7/12/2006	3,400,047	3/18/2008	REGISTERED
SMALL READERS & DESIGN	78/927,902	7/12/2006	3,249,345	6/5/2007	REGISTERED
PENNY POLITE	78/964,224	8/30/2006	3,410,972	4/8/2008	REGISTERED
WORDS OF WISDOM	77/157,228	4/16/2007	3,609,287	4/21/2009	REGISTERED
FUNTOOS	77/240,294	7/27/2007	3,404,966	4/1/2008	REGISTERED
NATIONAL ACADEMY ONLINE	77/299,669	10/9/2007	3,494,265	8/26/2008	REGISTERED
A L.E.A.P. INTO LEARNING (& DESIGN)	85/879,029	3/18/2013	4,629,351	10/28/2014	REGISTERED

<u>Mark Name</u>	<u>Application #</u>	<u>File Date</u>	<u>Registration #</u>	<u>Registration Date</u>	<u>Status</u>
A L.E.A.P. INTO LEARNING	85/877,740	3/15/2013	4,556,991	6/24/2014	REGISTERED
KINDERGARTEN EXPERIENCE	85/096,106	7/29/2010	4,092,447	1/24/2012	REGISTERED
THE LEARNING EXPERIENCE CLUB HOUSE FOR KIDS	77/935,574	2/15/2010	4,016,585	8/23/2011	REGISTERED
THE CLUB HOUSE FOR KIDS	77/920,528	1/26/2010	4,039,142	10/11/2011	REGISTERED
L.E.A.P. II	85/195,285	12/10/2010	4,097,966	2/14/2012	REGISTERED
L.E.A.P. I	85/195,268	12/10/2010	4,097,965	2/14/2012	REGISTERED
THE LEARNING EXPERIENCE CHILDREN'S ACADEMY	85/196,543	12/13/2010	4,202,978	9/4/2012	REGISTERED
TLE	77/908,104	1/8/2010	3,834,469	8/17/2010	REGISTERED
THE LEARNING EXPERIENCE CHILD DEVELOPMENT CENTER	85/355,287	6/24/2011	4,105,084	2/28/2012	REGISTERED
BONGO BEAR	86/146,757	12/18/2013			PENDING
L.E.A.P. INTO SPANISH	85/397,801	8/15/2011	4,246,991	11/20/2012	REGISTERED
YIPPEE 4 YOGA	85/472,509	11/15/2011	4,303,686	3/19/2013	REGISTERED
YIPPEE 4 YOGA! (& DESIGN)	85/882,217	3/21/2013	4,467,881	1/14/2014	REGISTERED
HOP, BOP & BABY TAPS	85/490,248	12/8/2011	4,287,742	2/12/2013	REGISTERED
FLEXI FLAMINGO	85/872,685	3/11/2013	4,556,970	6/24/2014	REGISTERED
L.E.A.P. INTERACTIVE (& DESIGN)	85/605,094	4/23/2012	4,467,118	1/14/2014	REGISTERED
THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION & DESIGN	85/605,040	4/23/2012	4,306,687	3/19/2013	REGISTERED
THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION & DESIGN	85/749,415	10/9/2012	4,560,902	7/1/2014	REGISTERED
THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION ABCD 1234	85/749,888	10/10/2012	4,568,984	7/15/2014	REGISTERED
BUBBLES THE ELEPHANT, THE LEARNING EXPERIENCE OF EARLY EDUCATION (& DESIGN)	85/761,890	10/24/2012	4,569,018	7/15/2014	REGISTERED

<u>Mark Name</u>	<u>Application #</u>	<u>File Date</u>	<u>Registration #</u>	<u>Registration Date</u>	<u>Status</u>
NAEC NATIONAL ACADEMY OF EDUCATORS & CAREGIVERS INNOVATION CREATIVITY EXCELLENCE	85/608,743	4/26/2012	4,448,523	12/10/2013	REGISTERED
GRACE THE GREYHOUND	85/846,029	2/11/2013	4,500,558	3/25/2014	REGISTERED
CHARITY CHIHUAHUA	85/846,040	2/11/2013	4,500,559	3/25/2014	REGISTERED
SUPER SOCCER	85/889,477	3/28/2013	4,468,049	1/14/2014	REGISTERED
SUPER SOCCER (& DESIGN)	85/889,495	3/28/2013	4,552,876	6/17/2014	REGISTERED
1234 THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION ABCD WORKING FAMILY BENEFIT PROGRAM (DESIGN)	86/096,371	10/21/2013	4,540,730	5/27/2014	REGISTERED
1234 THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION ABCD WORKING FAMILY BENEFIT PROGRAM (DESIGN)	86/096,378	10/21/2013	4540731	5/27/2014	REGISTERED
MISS CHIEVOUS	86/219,022	3/12/2014	4,620,575	10/14/2014	REGISTERED
HOP AND BOP	86/218,976	3/12/2014	4617464	10/7/2014	REGISTERED
PABLO PIGASSO	86/219,057	3/12/2014	4,620,576	10/14/2014	REGISTERED
TOMMY AND TAMMY	86/219,126	3/12/2014	4,620,578	10/14/2014	REGISTERED
INSTACARE BABYSITTING CENTER	78/220,241	2/28/2003	2,978,569	7/26/2005	REGISTERED
NATIONAL ACADEMY ONLINE	86/296,009	5/30/2014	4632528	11/04/14	REGISTERED
LEAP INTO LANGUAGES	85/947,735	5/31/2013	4534749	05/20/14	REGISTERED
ELEPHANT TALES	78/162,008	09/09/2002	2936796	03/29/2005	REGISTERED
THE LEARNING EXPERIENCE ACADEMY OF EARLY EDUCATION (& Design)	85/479,433	10/09/2012	4568981	07/15/2014	REGISTERED
NATIONAL ACADEMY FOR EDUCATORS AND CAREGIVERS	86/472,239	12/5/2014			PENDING
KID KAMP	86/472,244	12/5/2014			PENDING

<u>Mark Name</u>	<u>Application #</u>	<u>File Date</u>	<u>Registration #</u>	<u>Registration Date</u>	<u>Status</u>
AMERICAN MONTESSORI INSTITUTE	86/472,236	12/5/2014			PENDING
HOMEWORK HELPERS	86/472,233	12/5/2014			PENDING
TUMBLING TOTS	86/472,232	12/5/2014			PENDING